

**STATE OF MICHIGAN
DEPARTMENT OF LABOR & ECONOMIC GROWTH
OFFICE OF FINANCIAL AND INSURANCE SERVICES**

Before the Commissioner of the Office of Financial and Insurance Services

In the Matter of:

**Mohn Asset Management, LLC
CRD No. 123518**

Enforcement Case No. 06-4017

**Keith L. Mohn
CRD No. 1085092**

Respondents

*Issued and entered
on April 17, 2006
by Linda A. Watters
Commissioner*

CONSENT ORDER AND STIPULATION

A. FINDINGS OF FACT

1. Mohn Asset Management, LLC, ("MAM") investment adviser registration CRD No. 123518, is a limited liability company organized under the Michigan Limited Liability Company Act. MAM has been a registered investment adviser since May 10, 1999.
2. At all times relevant to this matter, Keith L. Mohn ("Mohn"), CRD No. 108509, was a managing member of MAM.
3. Mohn was a registered agent from August 1, 1982 to January 27, 1999.
4. MAM, as a registered investment adviser, and Mohn, as the managing member of MAM, knew or had reason to know that Section 204(a)(1)(D) of the Michigan Uniform Securities Act of 1964 provides that the administrator may deny, suspend, or revoke any registration, or censure any registrant, if it finds that the registrant is permanently or temporarily enjoined by any court of competent jurisdiction from engaging in or continuing any conduct or practice involving any aspect of the securities business.

5. MAM, as a registered investment adviser, and Mohn, as the managing member of MAM, further knew or had reason to know that Section 204(a)(1)(F) of the Michigan Uniform Securities Act of 1964 provides that the administrator may deny, suspend, or revoke any registration, or censure any registrant, if it finds that the registrant is the subject of an order by the SEC, or any other securities administrator, denying, suspending, or revoking registration as an investment adviser or broker-dealer.
6. On December 13, 2002, Mohn and MAM were temporarily enjoined by the United States District Court for the Eastern District of Michigan from engaging in fraud, unregistered sales of securities, and acting as unregistered brokers.
7. Since Respondents were subject to a temporary injunction by the District Court for the Eastern District of Michigan, the Respondents have violated Section 204(a)(1)(D).
8. On January 11, 2005, Mohn and MAM, without admitting or denying the allegations, consented to a Judgment and Order of Permanent Injunction Against Defendants Keith Mohn and Mohn Asset Management, LLC by the United States District Court for the Eastern District of Michigan. The Judgment permanently enjoined Mohn and MAM from future violations of the Securities Act of 1993, the Securities Exchange Act of 1934, and the Investment Advisers Act of 1940.
9. Since Respondents Mohn and MAM are the subject of a Judgment and Order of Permanent Injunction issued by the United States District Court for the Eastern District of Michigan, they have violated Section 204(a)(1)(D) of the Michigan Uniform Securities Act.
10. On February 7, 2005, the SEC issued an Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934 and Section 203(f) of the Investment Advisers Act of 1940, Making Findings, and Imposing Remedial Sanctions, against Respondents to which, Respondents were barred from association with any broker, dealer or investment adviser, with the right to reapply for association after 5 years to the appropriate self-regulatory organization, or if there is none, to the Commission; Respondents agreed to this order.
11. On February 7, 2005, Respondents agreed to a settlement order, in administrative proceedings issued by the SEC, barring Respondents from association with any broker, dealer or investment adviser.
12. Since Respondents Mohn and MAM are the subject of an SEC Order barring Respondents from association with any broker-dealer or investment adviser, Respondents have violated Section 204(a)(1)(F) of the Michigan Uniform Securities Act.

13. Based on the Judgment and Permanent Injunction Order by the United States District Court for the Eastern District of Michigan; and the SEC Order, Respondents Mohn and MAM have violated Section 204 of the Michigan Uniform Securities Act, therefore subjecting their registration to revocation, censure, or suspension and the levying of a civil fine pursuant to Sections 204 and 408 of the Michigan Uniform Securities Act of 1964.

B. ORDER

Based on the findings of fact and Respondents' stipulation, it is ORDERED that:

1. Respondents shall immediately cease and desist from violating the provisions of the Michigan Uniform Securities Act, including, but not limited to Section 204 of the Michigan Uniform Securities Act.
2. Respondent Mohn Asset Management, LLC's investment adviser registration is suspended until February 7, 2010.
3. Respondent Keith L. Mohn shall not be associated or affiliated with a broker, dealer, investment adviser, or conduct any securities business in the State of Michigan until after February 7, 2010.
4. Respondents may reapply for registration after February 7, 2010. Any reapplication will be subject to the Michigan Uniform Securities Act and applicable regulations governing application for registration, or any successor securities laws or rules governing application for registration, and the limitations listed in Section IV of the SEC's February 7, 2005 Order.

MICHIGAN DEPARTMENT OF
LABOR & ECONOMIC GROWTH



By: _____

Linda A. Watters, Commissioner
Office of Financial and Insurance Services